



ENTERED  
02/08/2018

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:

COBALT INTERNATIONAL ENERGY, INC., *et al.*,<sup>1</sup>

Debtors.

) Chapter 11

) Case No. 17-36709 (MI)

) (Jointly Administered)

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF PACHULSKI  
STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF THE DEBTORS EFFECTIVE DECEMBER 27, 2017**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective December 27, 2017* (the "Application"),<sup>2</sup> pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas (the "Local Rules"), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP ("PSZJ") as counsel for the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (collectively, the "Debtors") in these chapter 11 cases; and upon consideration of the declarations of Robert J. Feinstein and the Committee Chair in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors' service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. ~~The Application is GRANTED.~~ (71)
2. The Committee is authorized to retain and employ PSZJ as counsel to the Committee effective December 27, 2017 pursuant to the conditions set forth in the Application and the Feinstein Declaration, *nunc pro tunc* to December 27, 2017, as modified by this Order. Subject to Court approval, PSZJ may be compensated for services rendered and reimbursed for expenses incurred beginning on December 27, 2017.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. PSZJ intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosure as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases effective as of November 1, 2013, both in connection with the Application and the monthly, interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

4. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

5. PSZJ is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in these chapter 11 cases.

6. PSZJ shall file applications for monthly, interim, and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Bankruptcy Code sections 330 and 331, such Bankruptcy Rules as may then be applicable, and any applicable orders and procedures of this Court, including the Interim Compensation Order. For billing purposes, PSZJ shall keep its time in one tenth (1/10) hour increments in accordance with the US Trustee Guidelines.

7. PSZJ shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. Notwithstanding anything to the contrary in the Application, PSZJ shall not be entitled to reimbursement for fees and expenses incurred in connection with any objection to its fees.

9. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

2-8-18

  
Marvin Isgur  
UNITED STATES BANKRUPTCY JUDGE